



**.au Domain Administration Limited**  
ACN 079 009 340

## **NOTICE OF ANNUAL GENERAL MEETING**

The Board of Directors of .au Domain Administration Limited (**auDA**) is pleased to invite you to attend its 2021 Annual General Meeting.

**Date:** Tuesday, 16 November 2021  
**Time:** 5.00pm AEDT (Melbourne time)  
**Venue:** Due to the ongoing COVID-19 travel and social distancing restrictions, **the 2021 Annual General Meeting** will be held online only, via the virtual meeting link below:

<https://agmlive.link/AUDA21>

**Registering:** Please read the following notes regarding registering to attend the 2021 Annual General Meeting and being able to submit questions during the 2021 Annual General Meeting.

### **BUSINESS**

#### **1. WELCOME**

Acknowledgements of country, welcome and any apologies.

#### **2. REPORTS FROM THE CHAIR AND CEO**

To provide general updates on the activities, operations and progress of auDA since the 2020 Annual General Meeting.

#### **3. REPORTS**

To consider the financial report of auDA and the reports of the Directors and auditor for the year ended 30 June 2021.

#### **4. ADOPTION OF NEW CONSTITUTION**

To consider and, if thought fit, pass the following resolution as a special resolution:

"That auDA adopt the constitution tabled at the meeting (and signed by the Chair for the purpose of identification) as its constitution in substitution for, and to the exclusion of, both the existing constitution and the replaceable rules set out in the *Corporations Act 2001* (Cth)."

#### **5. GENERAL BUSINESS**

To consider any other business that may properly be brought before the meeting.

**Date** 11 October 2021

**By resolution of the Board of Directors**

## NOTES

These Notes form part of the Notice of annual general meeting.

### Invitation to Associate Members and non-members

Persons who are not Governing Members are invited to attend the 2021 Annual General Meeting by way of the virtual meeting link. All Associate Members wishing to have their attendance recorded and to be able to submit questions for the 2021 Annual General Meeting must register to attend by sending an email indicating their attendance to [companysecretary@auda.org.au](mailto:companysecretary@auda.org.au), no later than 5.00pm Thursday 11 November 2021.

### Right to attend and vote

The only persons eligible to attend and **vote** at the 2021 Annual General Meeting are the Governing Members, pursuant to article 2.2 of the auDA Constitution. Governing Members will be able to attend the 2021 Annual General Meeting by way of the virtual meeting link.

Any voting at the 2021 Annual General Meeting will be conducted by way of a poll.

### Registration

Governing Members, Directors, Auditors and Associate Members who are registered to attend the meeting will each be sent a unique identifier and unique pin prior to the meeting, along with instructions on how to access the meeting and to submit questions.

### Speaking and participating during the online meeting

Only persons registered to attend will be able to submit questions via the online facility (using their unique identifier) or to ask questions by telephone (using their unique pin) during the 2021 Annual General Meeting. If you do not have a unique identifier or unique pin, you will still be able to view the meeting by accessing <https://agmlive.link/AUDA21>.

Further details about submitting questions via the online facility or asking questions by telephone will be confirmed to persons registered to attend the meeting.

### Access to the online meeting and software requirements

Detailed information on accessing the meeting and software requirements is available in the Virtual Meeting Guide available on the auDA website [www.auda.org.au/about-auda/governance/general-meetings](http://www.auda.org.au/about-auda/governance/general-meetings). In the event of a substantial technological failure that prevents members from having a reasonable opportunity to participate in the Meeting, the Company will provide an update on its website and communicate the details of the postponed or adjourned Meeting to members.

### Voting

Voting on item 4 will be conducted via a poll of Governing Members only. The poll will open shortly after the distribution of this Notice, and will remain open during the 2021 Annual General Meeting until item 4 is considered in order to permit voting in real time.



## Appointment of proxies

Each Governing Member entitled to vote at the 2021 Annual General Meeting may appoint a proxy to attend and vote at the 2021 Annual General Meeting.

A proxy need not be a member of auDA.

## Lodgement of proxy documents

For an appointment of a proxy for the meeting to be effective:

- the proxy's appointment; and
- if the appointment is signed by the appointor's attorney – the authority under which the appointment was signed (eg a power of attorney) or a certified copy of it,

must be received by auDA via email at [companysecretary@auda.org.au](mailto:companysecretary@auda.org.au) at least 48 hours before the meeting.

## EXPLANATORY NOTES, COMMENTARY AND RECOMMENDATIONS

This information forms part of the Notice of the 2021 Annual General Meeting.

### Adoption of a new constitution

Under section 136(2) of the *Corporations Act 2001* (Cth), amendments to the Constitution may only be made by a special resolution of members. auDA's Constitution was last amended at the General Meeting of members on 29 July 2020.

The board has undertaken a review of auDA's Constitution to ensure that it remains appropriate for auDA's current operations and structure, reflects the new proposed Terms of Endorsement and removes transitional provisions that no longer apply. Following that review, the Board recommends to the Governing members that the new Constitution be adopted.

Copies of auDA's existing Constitution and proposed new Constitution are available on auDA's website at: [www.auda.org.au/about-auda/governance/general-meetings](http://www.auda.org.au/about-auda/governance/general-meetings). You can also request a copy of auDA's existing Constitution and proposed new Constitution at no charge by emailing [companysecretary@auda.org.au](mailto:companysecretary@auda.org.au).

The material changes proposed to be made to the Constitution are detailed in the table below:

Topic	Overview of proposed changes
<b>Staggered Directors' terms (Rules 5.8 – 5.9)</b>	auDA's current Constitution does not specifically address the staggering of Directors' terms or include a requirement for an election of directors at each annual general meeting. This means that a material number of directors may cease to be directors at the same time, followed by substantial periods without any new appointments or elections.



Topic	Overview of proposed changes
	<p>The proposed new Constitution requires that at least two Independent Directors and one Elected Director retire each year. Where no-one is due to retire in the natural course, the longest serving Director(s) in each category must retire. Where two or more Directors have been in the office for the same period, they may agree which will retire – or alternatively, they must draw lots to decide which of them must retire.</p> <p>The retirement provisions in the proposed new Constitution do not apply to the term of the Independent Chairperson, so that that person will serve a full three year term.</p>
<b>Contested elections (Rule 5.6)</b>	<p>auDA's current Constitution does not specifically address the circumstances of a "contested election" after the Transition Date, being an election where there are more candidates for election on the ballot than there are vacancies.</p> <p>The proposed new Constitution provides that in circumstances where a contested election arises, members will receive instructions on how to vote and other information regarding the vacancies and candidates along with the Notice of Meeting. Members will then vote by submitting a voting paper or electronic vote, and there are provisions for votes to be submitted prior to the meeting.</p> <p>Under the proposed new Constitution, the Returning Officer (who is appointed by the Independent Chairperson) is tasked with supervising the ballot, eliminating invalid or informal votes, and counting the ballot. The provisions in the proposed new Constitution operate on a "first past the post" basis, where the candidate with the most votes is elected, and then the next most (until all available vacancies are filled). Where two or more candidates receive the same number of votes, they must draw lots to decide which of them shall be deemed to have received more votes.</p>
<b>Board composition (Rule 5.1)</b>	<p>auDA's current Constitution requires that auDA has ten directors (comprising one Independent Chairperson, five Independent Directors, and four Elected Directors).</p> <p>Under the proposed new Constitution, the formulation of Director numbers provides that auDA may have up to 10 Directors, comprising the Independent Chairperson, up to five Independent Directors and up to four Elected Directors.</p> <p>The proposed new Constitution provides some flexibility for the Board to manage unexpected Director resignations. It is not intended that there will normally be fewer than 10 directors.</p>
<b>Maximum terms (Rule 5.11)</b>	<p>auDA's current Constitution limits directors to a maximum term of the greater of six years and two terms of appointment or election.</p>



Topic	Overview of proposed changes
	<p>Under the proposed new Constitution, the maximum term provisions for all Directors is the greater of nine years and three terms of appointment or election.</p> <p>The proposed new Constitution is consistent with market practice and provides the simplest solution to the objective of retaining talent on the Board. It also aligns the maximum term for Directors with the current maximum term for members of the Nomination Committee.</p> <p>It is not the expectation of the Nominations Committee that a director would typically serve more than two terms or six years; the new maximum term is intended to provide flexibility.</p> <p>The current Independent Chairperson has undertaken not to serve a third term, if re-appointed next year, even though that would be permitted if the proposed new Constitution is adopted.</p>
<b>Virtual-only AGMs (Rule 13.8)</b>	<p>auDA's current Constitution does not specifically address auDA's capacity to hold virtual-only AGMs.</p> <p>Under the proposed new Constitution, auDA may call virtual-only AGMs to the extent permitted by law. The proposed new Constitution also provides the Board with the power to make and adopt rules and by-laws to facilitate holding virtual-only AGMs.</p> <p>The proposed new Constitution would position auDA for the anticipated permanent reforms to the Corporations Act permitting virtual-only members meetings.</p>
<b>Nomination Committee (Rule 5.3(a))</b>	<p>auDA's current Constitution provides that the Nomination Committee must consider notices of concern given to it by Associate Members and Governing Members regarding the performance or conduct of Directors.</p> <p>Under the proposed new Constitution, the provision will only continue to apply until the Transition Date.</p> <p>The rationale for inclusion of this mechanism in the current Constitution was to provide an avenue for Associate Members to raise concerns regarding Director performance, given that the former members (and now Associate Members) could not requisition a meeting to seek the removal of a Director under the reforms to the Constitution. After the Transition Date, the membership will be open to Associate Members who opt to become members and others, who will be able to requisition a meeting in accordance with the Corporations Act and so the rationale is no longer applicable.</p>
<b>The role of the Department (Rule 5.3(b) – (e))</b>	<p>auDA's current Constitution includes a number of obligations on the Board to consult with Department of Infrastructure, Transport, Regional Development and Communication (the Department) regarding the Nomination Committee Charter and the membership of the Nomination Committee.</p>



Topic	Overview of proposed changes
	<p>Under the proposed new Constitution, there are no obligations on the Board to consult with the Department.</p> <p>The proposed new Constitution will result in a clearer separation of the role of auDA and the Government, consistent with international internet governance practices.</p>
<b>Member nomenclature (Rule 1.6)</b>	<p>auDA's current Constitution uses the term Governing Member to better distinguish Governing Members from Associate Members.</p> <p>Under the proposed new Constitution, the term Governing Member is replaced by member.</p> <p>The term "member" is consistent with market practice and should assist with communications to encourage individuals to become a member of auDA.</p>

**Recommendation**

The directors unanimously recommend that the Governing members vote in favour of resolution 4.



## PROXY APPOINTMENT FORM

.au Domain Administration Limited  
ACN 079 009 340

Name and address of member

**Appointment of proxy**

I, being a member of .au Domain Administration Limited and entitled to attend and vote, appoint

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*Name*

or if that person fails to attend or, if no person is named, the Chair of the meeting to attend, act generally and vote as directed below, or, if no directions are given, as the proxy or the Chair sees fit, at the 2021 Annual General Meeting of .au Domain Administration Limited to be held on Tuesday 16 November 2021, and at any adjournment.

**Voting directions to your proxy – please mark ✕ to indicate your directions**

Business Item	For	Against	Abstain*
1. Adoption of new constitution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

\* If you mark the Abstain box for a particular item of business, you are directing your proxy not to vote on that item on a poll and your vote will not be counted in computing the required majority on a poll.

### Signatures of member(s)

Member

		/ /
Contact name	Contact daytime telephone	Date



## INSTRUCTIONS FOR COMPLETION OF PROXY APPOINTMENT FORM

### Your name and address

This is your name and address as it appears on the register of members of auDA.

### Appointment of proxy

If you are entitled to vote at the meeting you have a right to appoint a proxy and should use this Proxy Appointment Form. The proxy need not be a member of auDA and can be an individual or a body corporate.

If you wish to appoint someone other than the Chair of the meeting as your proxy, please write the name of that person in the appropriate box. Members cannot appoint themselves. If you leave the box blank, or your named proxy does not attend the meeting, the Chair of the meeting will be your proxy and vote on your behalf.

Your proxy's authority to speak and vote for you at the meeting is suspended if you are present at the meeting.

### Voting directions to your proxy

You may direct your proxy how to vote by marking ✕ in one of the three boxes opposite each item of business. If you do not mark any of the boxes relating to the items of business, your proxy will vote as he or she chooses. If you mark more than one box relating to the same item of business any vote by your proxy on that item will be invalid.

### Signing instructions

This Proxy Appointment Form must be signed and dated by the member or the member's attorney.

If this form is signed by an attorney and you have not previously lodged the power of attorney with auDA for notation, please attach a certified copy of the power of attorney to this form when you return it.

### Lodgement of Proxy Appointment Form

Proxy Appointment Forms and proxy appointment authorities, for example, the original or a certified copy of the power of attorney (if the Proxy Appointment Form is signed by an attorney) must be received at [companysecretary@auda.org.au](mailto:companysecretary@auda.org.au) at least 48 hours before the meeting.

Documents received after that time will not be valid for the scheduled meeting.